

RECORDATION NO. 25311 FILED

NOV 29 '04

12-38 PM

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OF COUNSEL
URBAN A. LESTER

November 29, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 24, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Carmeuse Lime, Inc. 11 Stanwix Street 11 th Floor Pittsburgh, Pennsylvania 15222

Mr. Vernon A. Williams
November 29, 2004
Page 2

A description of the railroad equipment covered by the enclosed document is:

39 covered hopper cars; AEX 372, AEX 1232, AEX 1325 and AEX 1327 - AEX 1363.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 24 day of November, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Carmeuse Lime, Inc., a Pennsylvania corporation, having its principal place of business at 11 Stanwix Street, 11th Floor, Pittsburgh, Pennsylvania 15222 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement, Lease Number 199301-RED dated as of September 9, 1993 (the "Master Lease"), and Deal #R00294 dated as of January 7, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee thirty-nine (39) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty-six (36) months starting February 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:
CARMEUSE LIME, INC.

By: [Signature]
Title: DIRECTOR OF LOGISTICS

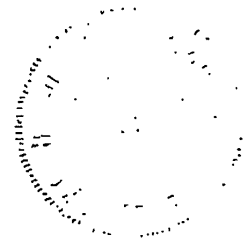
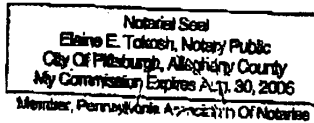
STATE OF Pennsylvania

COUNTY OF Allegheny SS:

The foregoing instrument was acknowledged before me this 24th day of November, 2004, by Joseph Wojciechowski the Dir. of Logistics of Carmeuse Lime, Inc., a Pennsylvania corporation, on behalf of the corporation.

[Signature]
Notary Public

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LESSOR:

THE ANDERSONS, INC.

By: Resesh H. Shah

Title: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 29th day of November, 2004, by Resesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
(Remainder of page Intentionally Blank) Notary Public, State of Ohio
Commission Expires 8-20-05

EXHIBIT "A" CARMEUSE LIME, INC. 39 COVERED HOPPERS 199301-RED DEAL #R00294		
1	AEX	372
2	AEX	1232
3	AEX	1325
4	AEX	1327
5	AEX	1328
6	AEX	1329
7	AEX	1330
8	AEX	1331
9	AEX	1332
10	AEX	1333
11	AEX	1334
12	AEX	1335
13	AEX	1336
14	AEX	1337
15	AEX	1338
16	AEX	1339
17	AEX	1340
18	AEX	1341
19	AEX	1342
20	AEX	1343
21	AEX	1345
22	AEX	1346
23	AEX	1347
24	AEX	1348
25	AEX	1349
26	AEX	1350
27	AEX	1351
28	AEX	1352
29	AEX	1353
30	AEX	1354
31	AEX	1355
32	AEX	1356
33	AEX	1357
34	AEX	1358
35	AEX	1359
36	AEX	1360
37	AEX	1361
38	AEX	1362
39	AEX	1363

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/29/04



Robert W. Alvord